

E2GOLD INC.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual and special meeting (the “**Meeting**”) of the shareholders of E2Gold Inc. (the “**Corporation**”) will be held at 82 Richmond Street East, Toronto, Ontario M5C 1P1 on Monday, April 17, 2023, at 10:00 am (EST) for the following purposes:

1. to receive and consider the financial statements of the Corporation for the fiscal year ended July 31, 2022, together with the report of the auditors thereon;
2. to elect directors;
3. to appoint auditors for the current fiscal year and to authorize the directors to fix their remuneration;
4. to consider, and, if deemed appropriate, to pass with or without variation an ordinary resolution amending the stock option plan of the Corporation, as more particularly described in the management information circular of the Corporation dated March 3, 2023 in connection with the Meeting (the “**Information Circular**”); and
5. to transact such further or other business as may properly come before the Meeting or any adjournment or adjournments thereof.

Notice and Access

The Corporation has elected to use the notice and access process (“**Notice and Access**”) under National Instrument 54-101 – *Communications with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”) and National Instrument 51-102 – *Continuous Disclosure Obligations*, for distribution of the Information Circular and other meeting materials to registered shareholders of the Corporation and to non-registered beneficial shareholders of the Corporation. Notice and Access allows issuers to post electronic versions of meeting materials, including management information circulars, annual financial statements and management discussion and analysis, online, via SEDAR and one other website, rather than mailing paper copies of such meeting materials to shareholders. The Corporation anticipates that utilizing the Notice and Access process will substantially reduce both postage and printing costs.

Meeting materials including the Information Circular and the Corporation’s audited financial statements for the year ended July 31, 2022 and the Company’s management discussion and analysis for the year ended July 31, 2022, are available on the website of Marrelli Trust Company Limited, the transfer agent of the Corporation, at <https://www.marrellitrust.ca/e2gold-inc-agsm-materials/> and on the SEDAR profile of the Corporation at www.sedar.com.

Although the Information Circular and related Meeting materials (collectively, the “**Meeting Materials**”) will be posted electronically online, as noted above, the registered shareholders and non-registered beneficial shareholders of the Corporation (subject to the provisions set out in the Information Circular under the heading “Non-Registered Holders and Delivery Matters”) will receive a “notice package” (the “**Notice and Access Notification**”), by prepaid mail, which includes the information prescribed by NI 54-101, and a proxy form or voting instruction form from their respective intermediaries. Shareholders should follow the instructions for completion and delivery contained in the proxy or voting instruction form.

Shareholders are reminded to review the Information Circular before voting. Management of the Corporation intends to pay for intermediaries to forward the Notice and Access Notification to OBOs (as

defined in the Information Circular) under NI 54-101. Shareholders will not receive a paper copy of the Meeting Materials unless they request paper copies from the Corporation. Requests for paper copies of the Meeting Materials must be received at least five (5) business days in advance of the proxy deposit date and time, being 10:00 a.m. (Toronto time) on April 13, 2023 and the Corporation will mail the requested materials within three (3) business days of the request. Shareholders with questions about Notice and Access may contact the Corporation's registrar and transfer agent, Marrelli Trust Company Limited toll-free at 1-844-682-5888 or email info@marrellitrust.ca.

DATED at Toronto, Ontario as of the 3rd day of March, 2023.

BY ORDER OF THE BOARD OF DIRECTORS

"Eric Owens" _____

Eric Owens, Chief Executive Officer